

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

KALOMA CARDWELL,

Plaintiff,

v.

**DAVIS POLK & WARDWELL LLP, Thomas Reid,
John Bick, William Chudd, Sophia Hudson, Harold
Birnbaum, Daniel Brass, Brian Wolfe, and John H.
Butler,**

Defendants.

1:19-cv-10256-GHW

DECLARATION OF DAVID JEFFRIES

I, David Jeffries, declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am an attorney at law duly admitted to practice in the State of New York and before this Court. I am counsel for Plaintiff Kaloma Cardwell.
2. As such, I am fully familiar with the pleadings and proceedings herein and this Affidavit is based on that knowledge.
3. I submit this declaration in support of Plaintiff's opposition to Defendants' motion for summary judgment and Rule 56.1 Statement.
4. Attached as Exhibit 1 is a true and correct copy of excerpts from the March 23, 2021 deposition testimony of Plaintiff Kaloma Cardwell.
5. Attached as Exhibit 2 is a true and correct copy of excerpts from the April 8, 2021 deposition testimony of Sharon Crane.
6. Attached as Exhibit 3 is a true and correct copy of excerpts from the deposition April 12, 2021 testimony Harold Birnbaum.

7. Attached as Exhibit 4 is a true and correct copy of excerpts from the April 13, 2021 deposition testimony of John Bick.

8. Attached as Exhibit 5 is a true and correct copy of excerpts from the April 14, 2021 deposition testimony of Sophia Hudson.

9. Attached as Exhibit 6 is a true and correct copy of excerpts from the April 15, 2021 deposition testimony of Renee DeSantis.

10. Attached as Exhibit 7 is a true and correct copy of excerpts from the April 16, 2021 deposition testimony of Defendant Thomas Reid.

11. Attached as Exhibit 8 is a true and correct copy of Davis Polk's NYSDHR Position Statement, dated December 5, 2017, Bates stamped DPW-SDNY-000000288 to DPW-SDNY-000000574.

12. Attached as Exhibit 9 is a true and correct copy of an as-produced letter from the NYSDHR to Davis Polk, dated October 10, 2017, Bates stamped DPW-SDNY-000000139 to DPW-SDNY-000000151.

13. Attached as Exhibit 10 is a true and correct copy of Davis Polk's Lawyers' Handbook, dated September 15, 2014, Bates stamped DPW-SDNY-000000724 to DPW-SDNY-000000817.

14. Attached as Exhibit 11 is a true and correct copy of Davis Polk's Lawyers' Handbook, dated October 10, 2018, Bates stamped DPW-SDNY-000000577 to DPW-SDNY-000000723.

15. Attached as Exhibit 12 is a true and correct copy of Davis Polk's Lawyers' Handbook, dated October 6, 2017.

16. Attached as Exhibit 13 is a true and correct copy of an as-produced Davis Polk welcome presentation, dated Fall 2015, Bates stamped DPW-SDNY-000143604.

17. Attached as Exhibit 14 is a true and correct copy of an as-produced Davis Polk welcome orientation presentation, dated Fall 2016, Bates stamped DPW-SDNY-000143671.

18. Attached as Exhibit 15 is a true and correct copy of an as-produced Davis Polk welcome orientation presentation, dated Fall 2017, Bates stamped DPW-SDNY-000143672.

19. Attached as Exhibit 16 is a true and correct copy of an as-produced email from Sharon Crane to Greg Anders and Alicia Fabe, dated October 21, 2014, Bates stamped DPW-SDNY-000141917.

20. Attached as Exhibit 17 is a true and correct copy of an as-produced email chain between, *inter alia*, Renee DeSantis, Linda Chatman Thomsen, and the Diversity Committee, dated March 2, 2017, Bates stamped DPW-SDNY-000141062 to DPW-SDNY-000141064.

21. Attached as Exhibit 18 is a true and correct copy of an as-produced email chain between Thomas Reid and Kaloma Cardwell, dated August 1, 2017, Bates stamped DPW-SDNY-000098092.

22. Attached as Exhibit 19 is a true and correct copy of a press report from Kathryn Rubino, Above the Law, *Davis Polk Smashes Bonus Scale Again With Year-End Bonuses PLUS More Special Bonuses*, <https://abovethelaw.com/2021/12/davis-polk-bonuses-21/2/> (last accessed Jan. 21, 2022).

23. Attached as Exhibit 20 is a true and correct copy of an as-produced email from Nicole Katz (on behalf of the Associate Development Department) to, *inter alia*, the Associate Development Department, John Bick, and James Rouhandeh, dated August 19, 2015, Bates stamped DPW-SDNY-000054680.

24. Attached as Exhibit 21 is a true and correct copy of an as-produced email from the Associate Development Department to Leonard Kreynin, dated September 8, 2015, Bates stamped DPW-SDNY-000165047.

25. Attached as Exhibit 22 is a true and correct copy of an as-produced email from Nicole Katz (on behalf of Professional Development) to, *inter alia*, John Bick and James Rouhandeh, dated August 19, 2016, Bates stamped DPW-SDNY-000143965.

26. Attached as Exhibit 23 is a true and correct copy of an as-produced email from the Associate Development Department to Philip Mills, dated September 7, 2016, Bates stamped DPW-SDNY-000165045.

27. Attached as Exhibit 24 is a true and correct copy of an as-produced email from Nicole Katz (on behalf of Professional Development) to, *inter alia*, John Bick and James Rouhandeh, dated August 17, 2017, Bates stamped DPW-SDNY-000143977.

28. Attached as Exhibit 25 is a true and correct copy of an as-produced email from the Professional Development Department to Daniel Brass, dated September 5, 2017, Bates stamped DPW-SDNY-000165040.

29. Attached as Exhibit 26 is a true and correct copy of an as-produced email chain between Nicole Katz, Carolina Fenner, and Leonard Kreynin, dated March 29, 2017, Bates number DPW-SDNY-000105422.

30. Attached as Exhibit 27 is a true and correct copy of the 2016 annual review summary form for Kaloma Cardwell, for a review date of December 19, 2016, Bates stamped DPW-SDNY-000165433 to DPW-SDNY-000165434.

31. Attached as Exhibit 28 is a true and correct copy of an as-produced email chain between Carolina Fenner and Daniel Brass, dated October 28, 2015, Bates stamped DPW-SDNY-000086908.

32. Attached as Exhibit 29 is a true and correct copy of an as-produced email chain between, *inter alia*, Zain Ur Rehman, Daniel Brass, Andrew Gale, and Kaloma Cardwell, dated September 9, 2015, Bates stamped DPW-SDNY-000086743.

33. Attached as Exhibit 30 is a true and correct copy of an as-produced email chain between, *inter alia*, Kaloma Cardwell, Vanessa Jackson, Sharon Crane, James McClammy, dated July 27, 2015, Bates stamped DPW-SDNY-000099978 to DPW-SDNY-000099979.

34. Attached as Exhibit 31 is a true and correct copy of an as-produced email chain between, *inter alia*, Renee DeSantis, Nicole Katz, Cristobal Modesto, and Erica Tucker, dated September 24, 2015, Bates stamped DPW-SDNY-000140930 to DPW-SDNY-000140932.

35. Attached as Exhibit 32 is a true and correct copy of Davis Polk's Responses and Objections to Plaintiff's First Set of Interrogatories to Davis Polk, dated September 11, 2020.

36. Attached as Exhibit 33 is a true and correct copy of an as-produced email chain between Rocio Clausen and Pedro Bernmeo, dated September 29, 2015, Bates stamped DPW-SDNY-000141793 to DPW-SDNY-000141796.

37. Attached as Exhibit 34 is a true and correct copy of an as-produced email chain between Rocio Clausen and Denny Won, dated November 5, 2015, Bates stamped DPW-SDNY-000141815.

38. Attached as Exhibit 35 is a true and correct copy of an as-produced email from Alicia Fabe to Renee DeSantis attaching a PowerPoint presentation, dated June 6, 2016, Bates stamped DPW-SDNY-000140582 to DPW-SDNY-000140607.

39. Attached as Exhibit 36 is a true and correct copy of an as-produced email chain between Rocio Clausen and Yolanda Min, dated November 5, 2015, Bates stamped DPW-SDNY-000141816.

40. Attached as Exhibit 37 is a true and correct copy of an as-produced email chain between, *inter alia*, Kaloma Cardwell, Rocio Clausen, Eric Xiyu Li, and Sophia Hudson, dated November 5, 2015, Bates stamped DPW-SDNY-000045506.

41. Attached as Exhibit 38 is a true and correct copy of an as-produced email chain between, *inter alia*, Sophia Hudson, Eric Xiyu Li, Kaloma Cardwell, and Yolanda Min, dated November 7, 2015, Bates stamped DPW-SDNY-000028150.

42. Attached as Exhibit 39 is a true and correct copy of an as-produced email chain between, *inter alia*, Edgar Lewandowski, Sophia Hudson, Kaloma Cardwell, Eric Xiyu Li, and Yolanda Min, dated November 10, 2015, Bates stamped DPW-SDNY-000015658 to DPW-SDNY-000015659.

43. Attached as Exhibit 40 is a true and correct copy of an as-produced email chain between, *inter alia*, Eric Xiyu Li, Sophia Hudson, Kaloma Cardwell, and Yolanda Min, dated November 10, 2015, Bates stamped DPW-SDNY-000015660 to DPW-SDNY-000015661.

44. Attached as Exhibit 41 is a true and correct copy of an as-produced email chain between Sophia Hudson and Connor Kuratek, dated December 15, 2015, Bates stamped DPW-SDNY-0000096468.

45. Attached as Exhibit 42 is a true and correct copy of an as-produced email chain between Sophia Hudson and Cameron Lewis, dated January 19, 2016, Bates stamped DPW-SDNY-000096512.

46. Attached as Exhibit 43 is a true and correct copy of an as-produced email chain between Carolina Fenner and Kaloma Cardwell, dated May 16, 2016, Bates stamped DPW-SDNY-000162109 to DPW-SDNY-000162110.

47. Attached as Exhibit 44 is a true and correct copy of an as-produced email chain between, *inter alia*, Connor Kuratek, Sophia Hudson, and Kaloma Cardwell, dated November 27, 2015, Bates stamped DPW-SDNY-000093366.

48. Attached as Exhibit 45 is a true and correct copy of an as-produced email chain between Laura Turano, Kaloma Cardwell, and Carolina Fenner, dated December 28, 2015, Bates stamped KCARDWELL022886.

49. Attached as Exhibit 46 is a true and correct copy of an as-produced email chain between Laura Turano, Kaloma Cardwell, and Carolina Fenner, dated December 28, 2015, Bates stamped KCARDWELL022886.

50. Attached as Exhibit 47 is a true and correct copy of an as-produced email from J. Stan Barrett to Kaloma Cardell, dated January 9, 2016, Bates stamped KCARDWELL021315 to KCARDWELL021316.

51. Attached as Exhibit 48 is a true and correct copy of an as-produced email chain between J. Stan Barrett and Kaloma Cardwell, dated January 9, 2016, Bates stamped KCARDWELL021313.

52. Attached as Exhibit 49 is a true and correct copy of an as-produced review message created for Kaloma Cardwell by Carolina Fenner, Bates stamped DPW-SDNY-000167391.

53. Attached as Exhibit 50 is a true and correct copy of an as-produced email chain between Kaloma Cardwell and Carolina Fenner, dated April 5, 2016, Bates stamped DPW-SDNY-000162107.

54. Attached as Exhibit 51 is a true and correct copy of an as-produced email chain between John Bick, Sharon Crane, and Thomas Reid, dated March 21, 2017, Bates stamped DPW-SDNY-00097959.

55. Attached as Exhibit 52 is a true and correct copy of Davis Polk's Privilege and Redaction Log, dated February 9, 2021, produced without a Bates stamp.

56. Attached as Exhibit 53 is a true and correct copy of an internal Davis Polk presentation titled "Panel with Members of the Diversity Committee and Affinity Group Steering Committees," dated November 2, 2016, Bates stamped DPW-SDNY-000144204.

57. Attached as Exhibit 54 is a true and correct copy of an as-produced performance review of Associate 2 by Harold Birnbaum, dated September 12, 2016, Bates stamped DPW-SDNY-000165909.

58. Attached as Exhibit 55 is a true and correct copy of an as-produced summary review for Associate 2 by Harold Birnbaum, dated December 7, 2016, Bates stamped DPW-SDNY-000165927.

59. Attached as Exhibit 56 is a true and correct copy of an as-produced email from Monica Holland to Diversity Committee members, including Byron Rooney, Sharon Crane, Renee DeSantis, Alicia Fabe, and others, dated October 27, 2014, Bates stamped DPW-SDNY-000143348.

60. Attached as Exhibit 57 is a true and correct copy of an as-produced email from Alicia Fabe to "summer.associates.ny@davispolk.com" (New York Summer Associates), dated May 14, 2018, Bates stamped DPW-SDNY-000045275.

61. Attached as Exhibit 58 is a true and correct copy of an internal Davis Polk presentation (for Lawyering 101) titled “Attorney Conduct & Ethics,” presented by Chris Scholl, Amy Starr, and Gina Caruso, dated October 26, 2015.

62. Attached as Exhibit 59 is a true and correct copy of an as-produced compilation of 2016 year-end review summaries for the Corporate Department, dated December 2016 (updated September 2017), Bates stamped DPW-SDNY-000144472.

63. Attached as Exhibit 60 is a true and correct copy of an as-produced email chain between Sophia Hudson, Brian Thompson, and Connor Kuratek, dated February 17, 2016, Bates stamped DPW-SDNY-0000096513.

64. Attached as Exhibit 61 is a true and correct copy of an as-produced email chain between John Bick, Sharon Crane, and Tom Reid, dated March 21, 2017, Bates stamped DPW-SDNY-000097959.

65. Attached as Exhibit 62 is a true and correct copy of an as-produced compilation of 2016 year-end review summaries for the Corporate Department, dated December 2016 (updated September 2017), Bates stamped DPW-SDNY-000144471.

66. Attached as Exhibit 63 is a true and correct copy of an internal Davis Polk presentation titled “Panel with Members of the Diversity Committee and Affinity Group Steering Committees,” dated October 30, 2017,.

67. Attached as Exhibit 64 is a true and correct copy of an as-produced document titled “L 101 Panel with Members of the Diversity Committee and Affinity Group Steering Committees,” Bates stamped DPW-SDNY-000164691.

68. Attached as Exhibit 65 is a true and correct copy of an as-produced email from Sharon Crane to Greg Andres and Alicia Fabe, dated October 21, 2014, Bates stamped DPW-SDNY-000164751.

69. Attached as Exhibit 66 is a true and correct copy of an as-produced email chain between Cristobal Modesto-Fulton, Natalie de Pasquale, and Renee DeSantis, dated February 24, 2015, Bates stamped DPW-SDNY-000140518.

70. Attached as Exhibit 67 is a true and correct copy of an as-produced email chain between Kaloma Cardwell, Renee DeSantis, Alicia Fabe, Sharon Crane, and the BAG Steering Committee listserv, dated December 15, 2014, Bates stamped DPW-SDNY-000046322.

71. Attached as Exhibit 68 is a true and correct copy of an as-produced email chain including Sharon Crane, Cristobal Modesto-Fulton, Renee DeSantis, and Rocio Clausen, dated April 21, 2015, Bates stamped DPW-SDNY-000142041.

72. Attached as Exhibit 69 is a true and correct copy of an as-produced email chain including Sharon Crane, Renee DeSantis, Alicia Fabe, and Kaloma Cardwell, dated May 8, 2015, and Bates stamped DPW-SDNY-000141924.

73. Attached as Exhibit 70 is a true and correct copy of an as-produced email chain including Carolina Fenner, Brian Wolfe, and Oliver Smith, dated September 9, 2015, Bates stamped DPW-SDNY-000105342.

74. Attached as Exhibit 71 is a true and correct copy of an as-produced email chain between Carolina Fenner and William Chudd, dated September 22, 2015, Bates stamped DPW-SDNY-000091956 .

75. Attached as Exhibit 72 is a true and correct copy of an as-produced email from Vanessa Jackson to diversity.comm@davispolk.com (Diversity Committee) and

bag.steering@davispolk.com (BAG Steering Committee), dated September 29, 2015, Bates stamped DPW-SDNY-000165441.

76. Attached as Exhibit 73 is a true and correct copy of handwritten notes and internal Davis Polk emails from a file folder labeled “2015 BAG,” Bates stamped DPW-SDNY-000168081.

77. Attached as Exhibit 74 is a true and correct copy of notes titled “Meeting w/Sharon,” dated October 1, 2015 and October 5, 2015, Bates stamped DPW-SDNY-000144527.

78. Attached as Exhibit 75 is a true and correct copy of an as-produced email chain between Sharon Crane, Renee DeSantis, Alicia Fabe, Thomas Reid, and the Management Committee, dated October 22, 2015, Bates stamped DPW-SDNY-000165053.

79. Attached as Exhibit 76 is a true and correct copy of an as-produced email chain between Sharon Crane, Alicia Fabe, Monica Holland, and Renee DeSantis, dated October 29, 2015, Bates stamped DPW-SDNY-000141939.

80. Attached as Exhibit 77 is a true and correct copy of an as-produced email chain between Kaloma Cardwell and Vanessa Jackson, dated November 6, 2015, Bates stamped DPW-SDNY-000100376.

81. Attached as Exhibit 78 is a true and correct copy of an as-produced email chain between Vanessa Jackson and Kaloma Cardwell, dated November 6, 2015, Bates stamped DPW-SDNY-000105125.

82. Attached as Exhibit 79 is a true and correct copy of an as-produced email chain including Kaloma Cardwell, Vanessa Jackson, and Theodore Weissman, dated November 6, 2015, Bates stamped DPW-SDNY-000100378.

83. Attached as Exhibit 80 is a true and correct copy of an as-produced email chain between Kaloma Cardwell and Vanessa Jackson, dated November 6, 2015, Bates stamped DPW-SDNY-000100381.

84. Attached as Exhibit 81 is a true and correct copy of an as-produced email chain between Sophia Hudson and Rocio Clausen, dated November 9, 2015, Bates stamped DPW-SDNY-000141352.

85. Attached as Exhibit 82 is a true and correct copy of an as-produced email from Rocio Clausen to Sophia Hudson, dated November 9, 2015, Bates stamped DPW-SDNY-000141821.

86. Attached as Exhibit 83 is a true and correct copy of an as-produced email from Carolina Fenner to William Chudd, dated November 16, 2015, Bates stamped DPW-SDNY-000091958.

87. Attached as Exhibit 84 is a true and correct copy of an as-produced email chain between Kaloma Cardwell and William Chudd, dated December 18, 2015, Bates stamped DPW-SDNY-000027533.

88. Attached as Exhibit 85 is a true and correct copy of an as-produced email chain between Carolina Fenner and William Chudd, dated September 23, 2015, Bates stamped DPW-SDNY-00091957.

89. Attached as Exhibit 86 is a true and correct copy of an as-produced performance review for Associate 12 by Sophia Hudson, dated January 16, 2017, Bates stamped DPW-SDNY-000165899.

90. Attached as Exhibit 87 is a true and correct copy of an internal Davis Polk policy titled “Personnel Files,” part of the Managers’ Human Resources Handbook, revised January 18, 2018, Bates stamped DPW-SDNY-000142677.

91. Attached as Exhibit 88 is a true and correct copy of an as-produced email from Sheila Adams to Kaloma Cardwell, dated January 20, 2016, Bates stamped DPW-SDNY-000143444.

92. Attached as Exhibit 89 is a true and correct copy of an as-produced email chain between Vanessa Jackson, Kaloma Cardwell, and Sheila Jackson, dated February 2, 2016, Bates stamped DPW-SDNY-000032059.

93. Attached as Exhibit 90 is a true and correct copy of an as-produced email with attachments from Alicia Fabe (sent to herself) dated March 30, 2016, dated DPW-SDNY-000165511.

94. Attached as Exhibit 91 is a true and correct copy of an as-produced presentation from VallotKarp titled “Inclusion and Team Performance: Moving From Awareness to Action,” dated February 5, 2016, Bates stamped DPW-SDNY-000000474.

95. Attached as Exhibit 92 is a true and correct copy of an internal Davis Polk presentation titled “Management Committee Report” for a Town Hall Meeting, presented by the Management Committee, dated February 25, 2016, Bates stamped DPW-SDNY-000144242.

96. Attached as Exhibit 93 is a true and correct copy of an as-produced email from Carolina Fenner to Brian Wolfe and Oliver Smith, dated March 30, 2016, Bates stamped DPW-SDNY-000105367.

97. Attached as Exhibit 94 is a true and correct copy of an as-produced email from Alicia Fabe to Carolina Fenner, dated June 2, 2016, Bates stamped DPW-SDNY-000165357.

98. Attached as Exhibit 95 is a true and correct copy of an as-produced email chain with an attachment between Alicia Fabe, Nilda Centeno, and Renee DeSantis, dated June 13, 2016, Bates stamped DPW-SDNY-000164841.

99. Attached as Exhibit 96 is a true and correct copy of an as-produced email chain between Carolina Fenner and John Bick, dated October 17, 2016, Bates stamped DPW-SDNY-000097840.

100. Attached as Exhibit 97 is a true and correct copy of an as-produced email chain including John Butler, Leonard Kreynin, and Faizan Tukdi, dated October 21, 2016, Bates stamped DPW-SDNY-000089925.

101. Attached as Exhibit 98 is a true and correct copy of an as-produced document titled “New York Corporate Department Practice Areas,” dated June 3, 2016, Bates stamped DPW-SDNY-000097737.

102. Attached as Exhibit 99 is a true and correct copy of an as-produced email including Renee DeSantis, dated November 29, 2016, Bates stamped DPW-SDNY-000164210.

103. Attached as Exhibit 100 is a true and correct copy of an as-produced email with an attachment from Renee DeSantis to Terese Au Yeung, dated June 1, 2016, Bates stamped DPW-SDNY-000143351.

104. Attached as Exhibit 101 is a true and correct copy of an as-produced email from Alicia Fabe (sent to herself) with an attachment, dated June 14, 2016, Bates stamped DPW-SDNY-000164765.

105. Attached as Exhibit 102 is a true and correct copy of an as-produced email from Alicia Fabe to diversity.comm@davispolk.com (Diversity Committee), dated June 14, 2016, Bates stamped DPW-SDNY-000165497.

106. Attached as Exhibit 103 is a true and correct copy of an as-produced email chain between Kaloma Cardwell and Caitlin Cunningham, dated August 4, 2015, Bates stamped KCARDWELL021539.

107. Attached as Exhibit 104 is a true and correct copy of an as-produced email chain between Kaloma Cardwell and Caitlin Cunningham, dated August 5, 2015, Bates stamped KCARDWELL021546.

108. Attached as Exhibit 105 is a true and correct copy of excerpts from the April 13, 2021 deposition testimony of Defendant John Bick.

109. Attached as Exhibit 106 is a true and correct copy of excerpts from the March 23, 2021 deposition testimony of Plaintiff Kaloma Cardwell.

110. Attached as Exhibit 107 is a true and correct copy of excerpts from the April 15, 2021 deposition testimony of Renee DeSantis.

111. Attached as Exhibit 108 is a true and correct copy of an as-produced email chain between Daniel Brass and Carolina Fenner, dated September 28, 2016, Bates stamped DPW-SDNY-000088634.

112. Attached as Exhibit 109 is a true and correct copy of an as-produced email chain between Marc Williams, Thomas Reid, Leonard Kreynin, Francesca Campbell, and Kaloma Cardwell, dated March 24, 2017, Bates stamped DPW-SDNY-000098078.

113. Attached as Exhibit 110 is a true and correct copy of an as-produced internal Davis Polk document titled "Associate/Counsel Check List (NY)," Bates stamped DPW-SDNY-000140889.

114. Attached as Exhibit 111 is a true and correct copy of an as-produced email chain between Jacqueline Nunez Kleinhandler and Renee DeSantis, dated April 17, 2018, Bates stamped DPW-SDNY-000140805.

115. Attached as Exhibit 112 is a true and correct copy of an as-produced email chain between Renee DeSantis, Sharon Crane, Nicole Katz, Alicia Fabe, Rocio Clausen, Tina Chandina, Carolina Fenner, Carisssa Pilotti, and Christina Leccese, dated July 12, 2017, Bates stamped DPW-SDNY-000141074.

I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the foregoing is true and correct.

Dated: New York, New York
January 21, 2022

/s/ David Jeffries
David Jeffries